

EXHIBIT A

Proposed Order

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

	X
In re:	:
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	: PROMESA
	: Title III
as representative of	: Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	: (Jointly Administered)
Debtors. ¹	:
	X

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF KROMA
ADVERTISING, INC. AS COMMUNICATIONS ADVISOR TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, PURSUANT TO BANKRUPTCY
CODE SECTION 1103(a) AND LOCAL BANKRUPTCY RULE 2014-1,
EFFECTIVE AS OF FEBRUARY 1, 2018**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors of the Commonwealth of Puerto Rico (the “Committee”) appointed in the above-captioned cases for entry of an order (the “Order”), pursuant to sections 1103 of the Bankruptcy Code and Local Rule 2014-1 authorizing the retention and employment of Kroma Advertising, Inc. (“Kroma”), effective as of February 1, 2018, as the Committee’s communications advisor; and upon the Medina Declaration annexed to the Application in support thereof; the court hereby FINDS AND DETERMINES that (i) the court has jurisdiction to consider the Application and

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

the relief requested therein pursuant to section 306(a) of PROMESA; (ii) venue of the Title III Cases and the Application in this district is proper pursuant to section 307(a) of PROMESA; (iii) the Committee provided due and proper notice of the Application and no other or further notice need be provided; (iv) it appearing that Kroma is “disinterested” and eligible for retention pursuant to sections 101(14) of the Bankruptcy Code, (v) the terms of the engagement pursuant to the Engagement Letter and as modified herein, are reasonable and appropriate; and (vi) this court having determined that the relief requested in the Application is necessary and in the best interests of the Committee and its members; and after due deliberation, and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Application is APPROVED.
2. In accordance with section 1103 of the Bankruptcy Code, made applicable to the Title III Cases pursuant to section 301(a) of PROMESA, the Committee is authorized to employ and retain Kroma as its communications advisor under the terms and for the purposes set forth and as requested in the Application, the Medina Declaration, and the Engagement Letter as modified herein.
3. Kroma is authorized to perform the services enumerated in the Application and the Medina Declaration. The terms of the Engagement Letter are approved, and Kroma shall be entitled to be compensated and reimbursed for the services identified in the Engagement Letter and Application, pursuant to PROMESA sections 316 and 317, the applicable Bankruptcy Rules, the Local Rules of this court, and such orders as the court may direct.
4. Kroma’s fees for services will be based on a flat rate \$30,000 per month, plus reasonable and necessary expenses, as set forth in the Application, Medina Declaration and Engagement Letter. Kroma shall be compensated in accordance with, and will file interim

and final fee applications for allowance of its compensation and expenses in accordance with, the Interim Compensation Order. Pursuant to Bankruptcy Code section 503(b)(1), made applicable by PROMESA section 301(a), the fees and expenses of Kroma under this Order shall be an administrative expense of the Debtors.

5. The title III Debtors (other than COFINA) shall be responsible for such compensation and reimbursement of expenses in accordance with the procedures outlined in the Interim Compensation Order. Neither the Committee nor any of its members, agents, attorneys or advisors are or shall be responsible for the payment of Kroma's fees and costs arising out of the engagement pursuant to this Order and the Engagement Letter, regardless of whether or not Kroma is paid in full by the Debtors.

6. The Committee and Kroma are authorized and empowered to take all necessary actions to implement the relief granted in this Order.

7. This court shall retain jurisdiction with respect to all matters arising from or related to this Order or Kroma's services for the Committee.

8. To the extent there is an inconsistency between this Order, the Engagement Letter and the Application, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2018

HONORABLE LAURA T. SWAIN
UNITED STATES DISTRICT JUDGE